

RECORDATION NO. 28258 FILED

DEC 30 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

December 30, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C. 20423

Contract 3-7585 Rider 16

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146]

Section Chief  
December 30, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 railcars: ACFX 458198 - ACFX 458200 and within the series SHPX 458326 - SHPX 458410 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, sweeping flourish at the end.

✓ Robert W. Alvord

RWA/sem  
Enclosures

DEC 30 '09 -9 00 AM

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Bunge North America, Inc., a New York Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

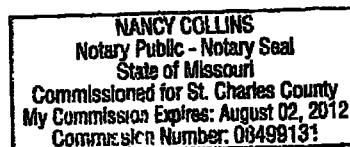
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 18<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

**Bunge North America, Inc.**

Contract 3-7585 rider 16 *dated 11/10/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	458198
	Hopper	ACFX	458199
	Hopper	ACFX	458200
	Hopper	SHPX	458326
	Hopper	SHPX	458328
	Hopper	SHPX	458331
	Hopper	SHPX	458333
	Hopper	SHPX	458334
	Hopper	SHPX	458335
	Hopper	SHPX	458336
	Hopper	SHPX	458339
	Hopper	SHPX	458340
	Hopper	SHPX	458341
	Hopper	SHPX	458342
	Hopper	SHPX	458344
	Hopper	SHPX	458345
	Hopper	SHPX	458346
	Hopper	SHPX	458351
	Hopper	SHPX	458352
	Hopper	SHPX	458353
	Hopper	SHPX	458355
	Hopper	SHPX	458358
	Hopper	SHPX	458359
	Hopper	SHPX	458361
	Hopper	SHPX	458362
	Hopper	SHPX	458368
	Hopper	SHPX	458370
	Hopper	SHPX	458372
	Hopper	SHPX	458373
	Hopper	SHPX	458375
	Hopper	SHPX	458376
	Hopper	SHPX	458377
	Hopper	SHPX	458379
	Hopper	SHPX	458380

# Schedule A

## Equipment

**Bunge North America, Inc.**

Contract 3-7585 rider 16 *Dated 11/10/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458385
	Hopper	SHPX	458387
	Hopper	SHPX	458389
	Hopper	SHPX	458390
	Hopper	SHPX	458392
	Hopper	SHPX	458393
	Hopper	SHPX	458395
	Hopper	SHPX	458396
	Hopper	SHPX	458397
	Hopper	SHPX	458398
	Hopper	SHPX	458401
	Hopper	SHPX	458403
	Hopper	SHPX	458404
	Hopper	SHPX	458405
	Hopper	SHPX	458408
	Hopper	SHPX	458410

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/30/09



Robert W Alvord